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AZ CORP COMMISSION
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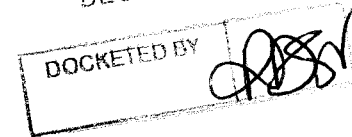
December 16, 2011

Via Overnight Delivery

Ernest Johnson, Executive Secretary
Arizona Corporation Commission
Utilities Division
1200 W. Washington Street
Phoenix, AZ 85007-2927

Arizona Corporation Commission
DOCKETED

DEC 19 2011



Re: COMPLIANCE FILING

**Docket No. T-03777A-11-0370 - Application of 360networks (USA) inc.
for Approval of a Financing Order Authorizing Various Financing
Transactions**

Dear Mr. Johnson:

360networks (USA) inc. ("360networks"), by undersigned counsel and pursuant to Decision 72719, hereby notifies the Commission that the "security documents" associated with (1) the New Financing (as defined in the Application) of Zayo Group, LLC ("Zayo") are available in Zayo's SEC Form 8-K filed on December 7, 2011 and online at <http://www.sec.gov/Archives/edgar/data/1502756/000095012311102224/0000950123-11-102224-index.htm> and (2) the Existing Financings (as defined in the Application) of Zayo are available in Zayo's SEC Form S-4 filed on October 18, 2010 and online at <http://www.sec.gov/Archives/edgar/data/1502756/000095012310093588/0000950123-10-093588-index.htm>. Specifically, please see the exhibits to the Forms 8-K and S-4 and links thereto listed in the attachment to this letter. A copy of the documents for the New Financing has been provided to the Compliance Section via email as required by Decision 72719. A copy of the documents for the Existing Financings were previously provided to the Compliance Section in Docket Nos. T-20694A-10-0076, T-20694A-10-0295 and T-20667A-10-0295.

An original and thirteen (13) copies of this letter are enclosed for filing. Please date stamp the extra copy and return it in the envelope provided. Please direct any questions to Brett Ferencak at (202) 373-6697.

Respectfully submitted,

Brett P Ferencak

Jean L. Kiddoo
Brett P. Ferencak

Counsel for 360networks and Zayo

cc: Brian Bozzo (via email) (AZ CC Compliance Section)
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ATTACHMENT
“Security Documents”

SEC Form 8-K filed on December 7, 2011		
Exh. No.	Document Name	Link
4.1	Fourth Supplemental Indenture to the Indenture, dated as of December 1, 2011, among Zayo Group, LLC, Zayo Capital, Inc., the guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as trustee.	http://www.sec.gov/Archives/edgar/data/1502756/000095012311102224/c25618exv4w1.htm
4.2	Fifth Supplemental Indenture to the Indenture, dated as of December 1, 2011, among the guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A., as trustee.	http://www.sec.gov/Archives/edgar/data/1502756/000095012311102224/c25618exv4w2.htm
10.1	Term Loan Agreement by and among Zayo Group, LLC and Zayo Capital, Inc., as Borrowers, SunTrust Bank, as Collateral Agent, Royal Bank of Canada as Administrative Agent, and RBC Capital Markets, Barclays Capital and SunTrust Robinson Humphrey, Inc., as Joint Lead Arrangers, RBC Capital Markets and Barclays Capital, as Joint Physical Bookrunners, SunTrust Robinson Humphrey, Inc., as Joint Bookrunning Manager, and Barclays Capital and SunTrust Bank, as Co-Syndication Agents, dated December 1, 2011.	http://www.sec.gov/Archives/edgar/data/1502756/000095012311102224/c25618exv10w1.htm
10.2	Fourth Amendment and Supplement to Credit Agreement, dated as of December 1, 2011, by and among Zayo Group, LLC, Zayo Capital, Inc., the guarantors party thereto, the Lenders party thereto, and SunTrust Bank, as administrative agent.	http://www.sec.gov/Archives/edgar/data/1502756/000095012311102224/c25618exv10w2.htm

SEC Form S-4 filed on October 18, 2010		
Exh. No.	Document Name	Link
4.1	Indenture, dated as of March 12, 2010, between Zayo Group, LLC, Zayo Capital, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (including form of note).	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv4w1.htm
4.2	First Supplemental Indenture, dated as of September 13, 2010, between Zayo Fiber Solutions, LLC and The Bank of New York Mellon Trust Company, N.A., as Trustee.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv4w2.htm
4.3	Second Supplemental Indenture, dated as of September 20, 2010, among Zayo Group, LLC, Zayo Capital, Inc., the Guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (including form of note).	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv4w3.htm

SEC Form S-4 filed on October 18, 2010

Exh. No.	Document Name	Link
10.1	Credit Agreement, dated as of March 12, 2010, by and among Zayo Group, LLC and Zayo Capital, Inc., as Borrowers, the persons party thereto from time to time as Guarantors, the financial institutions party thereto from time to time as Lenders, SunTrust Bank, as Issuing Bank, Morgan Stanley & Co. Incorporated and RBC Capital Markets Corporation, as Co-Syndication Agents, SunTrust Bank, as Administrative Agent, and SunTrust Robinson Humphrey, Inc., as Sole Lead Arrangers.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w1.htm
10.2	Guaranty Supplement to the March 12, 2010 Credit Agreement, dated as of August 16, 2010, by Zayo Fiber Solutions, LLC, in favor of SunTrust Bank, in its capacity as Administrative Agent.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w2.htm
10.5	Amendment to the March 12, 2010 Credit Agreement, dated as of September 13, 2010, by and among Zayo Group, LLC and Zayo Capital, Inc., as Borrowers, the persons party thereto from time to time as Guarantors, the financial institutions party thereto from time to time as Lenders, SunTrust Bank, as Issuing Bank, Morgan Stanley & Co. Incorporated and RBC Capital Markets Corporation, as Co-Syndication Agents, SunTrust Bank, as Administrative Agent, and SunTrust Robinson Humphrey, Inc., as Sole Lead Arrangers.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w5.htm
10.6	Security Agreement, dated as of March 12, 2010, among the Grantors party thereto and SunTrust Bank, in its capacity as Collateral Agent for the secured parties.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w6.htm
10.7	Security Agreement Supplement No. 1 to the March 12, 2010 Security Agreement, dated as of August 16, 2010, between Zayo Fiber Solutions, LLC and SunTrust Bank, in its capacity as Collateral Agent for the secured parties.	http://www.sec.gov/Archives/edgar/data/1165289/000095012310093588/d76509exv10w7.htm